

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 25

OMB APPROVAL	
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NOTIFICATION OF REMOVAL FROM LISTING AND/OR REGISTRATION
UNDER SECTION 12(b) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number [001-09249](#)

Issuer: [GRACO INC](#)

Exchange: NEW YORK STOCK EXCHANGE LLC

(Exact name of Issuer as specified in its charter, and name of Exchange where security is listed
and/or registered)

Address: 88 11th Avenue NE

Minneapolis MINNESOTA 44413-1894

Telephone number:

612-623-6000

(Address, including zip code, and telephone number, including area code, of Issuer's principal
executive offices)

Preferred Share Purchase Rights

(Description of class of securities)

Please place an X in the box to designate the rule provision relied upon to strike the class of securities from listing
and registration:

☐ 17 CFR 240.12d2-2(a)(1)

☐ 17 CFR 240.12d2-2(a)(2)

☐ 17 CFR 240.12d2-2(a)(3)

☒ 17 CFR 240.12d2-2(a)(4)

☐ Pursuant to 17 CFR 240.12d2-2(b), the Exchange has complied with its rules to strike the
class of securities from listing and/or withdraw registration on the Exchange. ¹

☐ Pursuant to 17 CFR 240.12d2-2(c), the Issuer has complied with its rules of the Exchange and
the requirements of 17 CFR 240.12d-2(c) governing the voluntary withdrawal of the class of
securities from listing and registration on the Exchange.

Pursuant to the requirements for the Securities Exchange Act of 1934, NEW YORK STOCK EXCHANGE LLC
certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the Form 25 and has
caused this notification to be signed on its behalf by the undersigned duly authorized person.

<u>2013-03-25</u>	By <u>Ed Mecabe</u>	<u>Managing Director</u>
Date	Name	Title

1 Form 25 and attached Notice will be considered compliance with the provisions of 17 CFR
240.19d-1 as applicable. [See](#) General Instructions.

Persons who respond to the collection of information contained in this form are not required to respond unless the
form displays a currently valid OMB Number.

NOTIFICATION OF THE REMOVAL FROM LISTING AND REGISTRATION OF THE STATED
SECURITIES

The New York Stock Exchange hereby notifies the SEC of its intention to remove the entire class of the stated securities from listing and registration on the Exchange at the opening of business on April 5, 2013, pursuant to the provisions of Rule 12d2-2 (a).

[X] 17 CFR 240.12d2-2(a)(4) That the entire class of this security was redeemed or expired on February 15, 2013.

The removal of the Preferred Share Purchase rights OF Graco, Inc. is being effected because the Exchange knows or is reliably informed that on February 15, 2013 all rights pertaining to the entire class of this security were extinguished.

The Exchange also notifies the Securities and Exchange Commission that as a result of the above indicated conditions this security was suspended on February 15, 2013.